

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI113549

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALEX AND ANI, LLC		03/18/2024	Limited Liability Company: RHODE ISLAND
RECEIVING PARTY DATA			
Company Name:	THE BATHING CLUB LLC, as Administrative Agent and Collateral Agent under the Credit Agreement		
Street Address:	644 S Figueroa Street		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	Limited Liability Company: NEW YORK		
PROPERTY NUMBERS Total: 47			
Property Type	Number	Word Mark	
Serial Number:	85367511	(+) ENERGY	
Serial Number:	86613915	ALEX AND ANI	
Serial Number:	86403893	ALEX AND ANI	
Serial Number:	85367523	ALEX AND ANI	
Serial Number:	76238306	ALEX AND ANI	
Serial Number:	86403864	ALEX AND ANI	
Serial Number:	87060946	AMERICAN925	
Serial Number:	86964443	ART INFUSION	
Serial Number:	88002896	BAR AND BOARD	
Serial Number:	86793068	CARRY LIGHT	
Serial Number:	86788017	CHAIN STATION DESIGNED TO CONNECT YOU	
Serial Number:	77780631	CHARITY BY DESIGN	
Serial Number:	85776757	CHARMED BY CHARITY	
Serial Number:	86398503	COPPURE	
Serial Number:	86839802	COPPURE	
Serial Number:	86842504	COSMIC BALANCE	
Serial Number:	86365658	CRYSTAL INFUSION	
Serial Number:	78552694		

CH \$1190.00.00 85367511

Property Type	Number	Word Mark
Serial Number:	86851842	
Serial Number:	86044936	
Serial Number:	86418297	
Serial Number:	86087036	
Serial Number:	86044945	
Serial Number:	85840613	
Serial Number:	86769732	DESIGNED TO CONNECT YOU
Serial Number:	87424528	DIVINE GUIDES
Serial Number:	86788001	GABRIEL COLLECTION
Serial Number:	86846203	GODSPEED
Serial Number:	86873863	HALOS & GLORIES
Serial Number:	86860754	LIBERTY COPPER
Serial Number:	86031131	LOTUS PEACE PETALS
Serial Number:	85910980	MADE IN AMERICA WITH LOVE
Serial Number:	86615689	MADE IN AMERICA WITH LOVE
Serial Number:	85528759	MADE IN AMERICA WITH LOVE
Serial Number:	85528820	MADE W/
Serial Number:	97210788	MANIFEST YOUR DESTINY
Serial Number:	87061133	MAY THIS PRECIOUS THREAD BRING YOU PRECIOUS PEACE
Serial Number:	85733955	PATH OF LIFE
Serial Number:	86769730	PATH OF SYMBOLS
Serial Number:	86486732	PRECIOUS PEACE
Serial Number:	86698700	PRECIOUS THREADS
Serial Number:	86519951	RAFAELIAN GOLD
Serial Number:	87290354	RAFAELIAN ROSE GOLD
Serial Number:	86519980	RAFAELIAN SILVER
Serial Number:	85367383	SEE NO EVIL
Serial Number:	85367504	VINTAGE SIXTY-SIX
Serial Number:	85367563	WORDS ARE POWERFUL

CORRESPONDENCE DATA

Fax Number: 3474021997

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2123732619

Email: kshmorhun@paulweiss.com,rlyne@paulweiss.com

Correspondent Name: Katerina Shmorhun

Address Line 1: 1285 Avenue of the Americas

Address Line 2: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Address Line 4: New York, NEW YORK 10019

TRADEMARK

REEL: 008379 FRAME: 0851

ATTORNEY DOCKET NUMBER:	020656-00005
NAME OF SUBMITTER:	Katerina Shmorhun
SIGNATURE:	Katerina Shmorhun
DATE SIGNED:	03/22/2024

Total Attachments: 9

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NOTICE OF GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

March 18, 2024

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ALEX AND ANI, LLC, a Rhode Island limited liability company (“Grantor”), with a principal place of business located at 10 Briggs Drive, East Greenwich, RI 02818, hereby grants to THE BATHING CLUB LLC, as Administrative Agent and Collateral Agent under the Credit Agreement (as defined below), for its benefit and for the benefit of the other Credit Parties (in its capacity as agent and together with any successors in such capacities, “Grantee”), a continuing security interest in Grantor’s right, title and interest in, to and under (i) the trademarks, service marks, trade names, business names, trade styles, trade dress, logos, or other source of business identifiers, designs and general intangibles of similar nature, now existing or hereafter adopted or acquired (collectively the “Marks”) and all trademark registrations and trademark applications with respect thereto filed in the United States Patent and Trademark Office as set forth on Schedule A attached hereto, (ii) all rights and privileges arising under applicable law with respect to Grantor’s use of such Marks, (iii) all renewals, supplements and extensions thereof, (iv) any income, fees, royalties, damages, claims and payments now or hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present or future infringements thereof, (v) all rights corresponding thereto throughout the world, (vi) the goodwill of the businesses with which the Marks are associated, (vii) all causes of action and rights to sue, whether arising prior to or after the date hereof, for infringement of any of the Marks or unfair competition regarding the same, and (viii) all proceeds and products of the foregoing (collectively the “Trademark Collateral”) provided, however, that the foregoing grant of

security interest will not cover any "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of Lanham Act has been filed and accepted by the United States Patent and Trademark Office.


THIS NOTICE OF GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in that certain Credit Agreement dated as January 20, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified and in effect from time to time, the "Credit Agreement") by and among Grantor, certain affiliates of Grantor, the Credit Parties party thereto and Grantee). The rights and remedies of Grantee with respect to the security interest granted herein are as set forth in the Credit Agreement and the other Loan Documents (as such term is defined in the Credit Agreement), all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern. Capitalized terms used but not otherwise defined herein that are defined in the Credit Agreement shall have the meanings given to them in the Credit Agreement.

This Grant shall be released upon the payment and performance of the Obligations under, and as defined in, the Credit Agreement, whereupon Grantee shall execute all documents, make all filings, and take all other actions reasonably requested by Grantor to evidence and record the release of the security interest in the Trademark Collateral granted herein.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

ALEX AND ANI, LLC, as Grantor

By: 
Name: Lilit Capaldi
Title: Authorized Signatory

[Signatures Continued from Previous Page]

THE BATHING CLUB LLC, as Grantee

By: _____

Name: _____

Title: _____

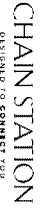
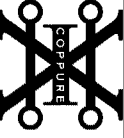



[Handwritten Signature]
Manya Stanley
Controller





[Signature Page to Notice of Grant of Security Interest in United States Trademarks]


TRADEMARK
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SCHEDULE A
Trademarks and Trademark Applications

Mark	Design	Registration/ Application Number	Registration/ Application Date	Serial Number.	Status
(+) ENERGY		4149119	29-MAY-2012	85367511	Registered
ALEX AND ANI		5028062	23-AUG-2016	86613915	Registered
ALEX AND ANI		4871699	15-DEC-2015	86403893	Registered
ALEX AND ANI		4153058	05-JUN-2012	85367523	Registered
ALEX AND ANI		2549848	19-MAR-2002	76238306	Registered
ALEX AND ANI		4738671	19-MAY-2015	86403864	Registered
AMERICAN925		5056592	04-OCT-2016	87060946	Registered
ART INFUSION		5131894	31-JAN-2017	86964443	Registered
BAR AND BOARD		5840894	20-AUG-2019	88002896	Registered
CARRY LIGHT		5051246	27-SEP-2016	86793068	Registered

Mark	Design	Registration/ Application Number	Registration/ Application Date	Serial Number.	Status
CHAIN STATION DESIGNED TO CONNECT YOU		5092631	29-NOV-2016	86788017 14-OCT- 2015	Registered
CHARITY BY DESIGN		3877750	16-NOV-2010	77780631	Registered
CHARMED BY CHARITY		4423055	22-OCT-2013	85776757	Registered
COPPURE		4905886	23-FEB-2016	863998503	Registered
COPPURE X		5012352	02-AUG-2016	868399802	Registered
COSMIC BALANCE		5025795	23-AUG-2016	86842504	Registered
CRYSTAL INFUSION		4805317	01-SEP-2015	86365658	Registered
Design Only		3084865	25-APR-2006	78552694	Registered
Design Only		5003386	19-JUL-2016	86851842	Registered
Design Only		4765104	30-JUN-2015	86044936	Registered

Mark	Design	Registration/ Application Number	Registration/ Application Date	Serial Number.	Status
Design Only		5147074	21-FEB-2017	86418297	Registered
Design Only		5228392	20-JUN-2017	86087036	Registered
Design Only		4668355	06-JAN-2015	86044945	Registered
Design Only		4376564	30-JUL-2013	85840613	Registered
DESIGNED TO CONNECT YOU		5157075	07-MAR-2017	86769732	Registered
DIVINE GUIDES		5335320	14-NOV-2017	87424528	Registered
GABRIEL COLLECTION		4960362	17-MAY-2016	86788001	Registered
GODSPEED		5003252	19-JUL-2016	86846203	Registered
HALOS & GLORIES		5341348	21-NOV-2017	86873863	Registered
LIBERTY COPPER		5092785	29-NOV-2016	86860754	Registered

Mark	Design	Registration/ Application Number	Registration/ Application Date	Serial Number.	Status
LOTUS PEACE PETALS		4756598	16-JUN-2015	86031131	Registered
MADE IN AMERICA WITH LOVE		4682537	03-FEB-2015	85910980	Registered
MADE IN AMERICA WITH LOVE		4958554	17-MAY-2016	86615689	Registered
MADE IN AMERICA WITH LOVE		4303916	19-MAR-2013	85528759	Registered
MADE W/ LOVE		4423808	29-OCT-2013	85528820	Registered
MANIFEST YOUR DESTINY				97210788	Pending, intent-to- use
MAY THIS PRECIOUS THREAD BRING YOU PRECIOUS PEACE		5158051	07-MAR-2017	87061133	Registered
PATH OF LIFE		4309195	26-MAR-2013	85733955	Registered
PATH OF SYMBOLS		5157074	07-MAR-2017	86769730	Registered
PRECIOUS PEACE		5365320	26-DEC-2017	86486732	Registered
PRECIOUS THREADS		5055771	04-OCT-2016	86698700	Registered

Mark	Design	Registration/ Application Number	Registration/ Application Date	Serial Number.	Status
RAFAELIAN GOLD		4844434	03-NOV-2015	86519951	Registered
RAFAELIAN ROSE GOLD		5368093	02-JAN-2018	87290354	Registered
RAFAELIAN SILVER		4844435	03-NOV-2015	86519980	Registered
SEE NO EVIL		4153055	05-JUN-2012	85367383	Registered
VINTAGE SIXTY-SIX		4284666	05-FEB-2013	85367504	Registered
WORDS ARE POWERFUL		4149121	29-MAY-2012	85367563	Registered

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